

DIODES INC /DEL/  
Form 8-K  
May 05, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**May 4, 2006**

Date of Report (Date of earliest event reported)

**DIODES INCORPORATED**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-5740</b> (Commission File Number)	<b>95-2039518</b> (I.R.S. Employer Identification Number)
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**3050 East Hillcrest Drive**  
**Westlake Village, California**  
(Address of principal executive offices)

**91362**  
(Zip Code)

**(805) 446-4800**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition**

On May 4, 2006, Diodes Incorporated issued a press release announcing first quarter 2006 earnings. A copy of the press release is attached as Exhibit 99.1.

On May 4, 2006, Diodes Incorporated hosted a conference call to discuss its fourth quarter 2005 results. A copy of the transcript is attached as Exhibit 99.2.

During the conference call on May 4, 2006, Dr. Keh-Shew Lu, President and CEO of Diodes Incorporated, as well as Carl C. Wertz, Chief Financial Officer, and Mark King, Sr. Vice President of Sales and Marketing made additional comments during a question and answer session. A copy of the transcript is attached as Exhibit 99.3.

The information in this Form 8-K and the Exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1984, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

- Exhibit 99.1 - Press Release dated May 4, 2006
- Exhibit 99.2 - Conference call transcript dated May 4, 2006
- Exhibit 99.3 - Question and answer transcript dated May 4, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 4, 2006

DIODES INCORPORATED

By: /s/ Carl C. Wertz

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CARL C. WERTZ  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated May 4, 2006
99.2	Conference call transcript dated May 4, 2006
99.3	Question and answer transcript dated May 4, 2006

